

TRAVIS J. ILES  
SECURITIES COMMISSIONER



CLINTON EDGAR  
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167  
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300  
Facsimile: (512) 305-8310

## Texas State Securities Board

208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
www.ssb.texas.gov

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IN THE MATTER OF  
MICHAEL WICKOSKI AND IMMORTAL ASSETS

§  
§

Order No. ENF-21-CDO-1848

### Michael Wichkoski

Service by certified mail, return receipt requested, addressed to 14516 E Highway 105, Plantersville, Texas 77363

### Immortal Assets

Service by certified mail, return receipt requested, addressed to 14516 E Highway 105, Plantersville, Texas 77363

## EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("**Securities Commissioner**") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1-581-45 (the "**Securities Act**").

The Enforcement Division of the Texas State Securities Board (the "**Enforcement Division**") has presented evidence sufficient for the Securities Commissioner to find:

### FINDINGS OF FACT

1. Michael Wichkoski ("**Respondent Wichkoski**") is being served by certified mail, return receipt requested, addressed to 14516 E Highway 105, Plantersville, Texas 77363.
2. Immortal Assets ("**Respondent Immortal Assets**") is being served by certified mail, return receipt requested, addressed to 14516 E Highway 105, Plantersville, Texas 77363.

### THE ILLEGAL OFFERING, THE INVESTIGATION, AND THE REQUEST TO CEASE AND DESIST

3. Beginning as early as October 2020, Respondents Wichkoski and Immortal Assets (the "**Respondents**") began soliciting Texans and offering investments in a cryptocurrency trading program.

4. The Enforcement Division conducted an investigation and determined Respondents were illegally and fraudulently soliciting Texans to purchase investments in the cryptocurrency trading program.
5. The Enforcement Division notified Respondents they were soliciting Texans without first complying with the registration and disclosure requirements set forth in the Securities Act.
6. The Enforcement Division also directed Respondents to immediately cease and desist from engaging in acts or practices that may be violating the Securities Act.

#### THE RECENT SOLICITATION

7. Although the Enforcement Division directed Respondents to immediately cease and desist from engaging in acts or practices that may be violating the Securities Act, Respondents are continuing to illegally and fraudulently offer securities in Texas.
8. For example, Respondents recently published advertisements in Craigslist targeting residents of College Station, Texas.
9. The advertisements promote an investment program that purportedly earns 20% per month.

#### THE CRYPTOCURRENCY TRADING PROGRAM

10. Although the advertisements promote a return of 20% per month, Respondents are telling potential investors their investment of \$5,000 will earn a return of seven percent over 30 to 60 days and their investment of \$10,000 will earn a return of 15% over 30 to 60 days.
11. Respondents are representing they earn a commission for managing the cryptocurrency trading program. Respondents variously claim they may take as high as a 30% commission, including possible bonuses and trading fees, for their trading services.
12. Respondents are purportedly trading cryptocurrencies for a wide variety of investors, including investors located overseas.
13. Respondents represent their proprietary cryptocurrency trading strategy greatly reduces an investor's risk of loss and generates consistent monthly returns.
14. Respondents are representing there are limited risks associated with the cryptocurrency trading program, and they can achieve consistent monthly returns.

## LACK OF INCORPORATION OR AUTHORITY TO ACT UNDER ASSUMED NAME

15. Respondent Wichkoski purports to be the principal owner of Respondent Immortal Assets.
16. Respondents, however, have not filed for the incorporation and organization of Respondent Immortal Assets with the Texas Secretary of State. Respondents also have not filed an assumed name certificate with the Texas Secretary of State.
17. Therefore, Respondent Immortal Assets is not authorized to transact business in Texas as a domestic or foreign entity, and Respondent Wichkoski is not authorized to transact business under the assumed name of Respondent Immortal Assets.

## REGISTRATION VIOLATIONS

18. Investments in the cryptocurrency trading program described herein have not been registered by qualification, notification, or coordination, and no permit has been granted for their sale in Texas.
19. Respondents are not registered or notice-filed with the Securities Commissioner as dealers, agents, investment advisers, or investment adviser representatives at any time material hereto.

## FRAUD AND THE STRATEGIES FOR GENERATING GUARANTEED AND LUCRATIVE RETURNS

20. In connection with the offer of investments in the cryptocurrency trading program, Respondents are intentionally failing to disclose material facts relating to the strategies for generating guaranteed rates of return, including the following:
  - A. The strategies for allocating principal to cryptocurrency investments and other products and assets;
  - B. Information identifying the business repute, qualifications, and experience of the persons managing principal and generating the guaranteed or fixed returns;
  - C. Material information regarding the strategy for allocating investor funds to generate various guaranteed rates of return; and
  - D. The assets, liabilities, or other financial information demonstrating their ability to pay fixed returns to investors.

## FRAUD AND THE FAILURE TO DISCLOSE INFORMATION RELATING TO INCORPORATION AND ORGANIZATION

21. In connection with the offer of investments in the cryptocurrency trading program, Respondents are intentionally failing to disclose Respondent Immortal Assets is

not authorized to transact business in Texas as a domestic or foreign entity, and Respondent Wichkoski is not authorized to transact business under the assumed name of Immortal Assets, and this information constitutes material facts.

### FRAUD AND THE CONCEALMENT OF RISKS ASSOCIATED WITH CRYPTOCURRENCIES

22. In connection with the offer of investments in the cryptocurrency trading program, Respondents are intentionally failing to disclose material facts related to the trading of cryptocurrencies, including the following material information:
- A. Governments may adopt legislation or regulations that may negatively impact the use, transfer, exchange, or price of cryptocurrencies;
  - B. Cryptocurrencies are volatile, and the price of a cryptocurrency as it relates to fiat currency may decrease over a short time, resulting in a significant loss to owners of cryptocurrencies;
  - C. A system or technical failure, or deficient source code, may negatively impact the ability to exchange cryptocurrencies for fiat currencies, as well as the price of cryptocurrencies;
  - D. A hacking incident or malicious attack may negatively impact the price of cryptocurrencies;
  - E. Cryptocurrencies compete with all other cryptocurrencies, and this competition may negatively impact the price of a specific cryptocurrency; and
  - F. Public figures may make public statements that negatively impact the price of a specific cryptocurrency.

### FRAUD AND DECEIT AND THE REGISTRATION OF THE CRYPTOCURRENCY TRADING PROGRAM

23. Respondents are touting their experience and success in generating profits from trading cryptocurrency on behalf of others. These statements are materially misleading or otherwise likely to deceive the public because Respondents have not been and are not currently registered with the United States Securities and Exchange Commission or the Texas State Securities Board.
24. In connection with the offer of investments in the cryptocurrency trading program, Respondents are intentionally failing to disclose the following material information relating to the Enforcement Division:
- A. On or about February 19, 2021, the Enforcement Division informed Respondents they were offering and selling securities without complying

with the registration and disclosure requirements set forth in the Securities Act;

- B. Respondents are intentionally failing to disclose the Enforcement Division determined investments in the cryptocurrency trading program are securities regulated by the Securities Act; and
- C. Although Respondents acknowledged receipt of the Enforcement Division's warning, Respondents are continuing to solicit investments in the cryptocurrency trading program.

### **CONCLUSIONS OF LAW**

1. The investments in the cryptocurrency trading program are securities as that term is defined in Section 4.A of the Securities Act.
2. Respondents are violating Section 7 of the Securities Act by offering securities for sale in Texas at a time when the securities are not registered with or permitted by the Securities Commissioner.
3. Respondents are violating Section 12 of the Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Securities Act.
4. Respondents are engaging in fraud in connection with the offer or sale of securities.
5. Respondents are making an offer containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Securities Act.

### **ORDER**

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until they is registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.

3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

### **NOTICE**

Pursuant to Section 23-2 of the Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Securities Act is a criminal offense punishable by a fine of not more than \$10,000, or imprisonment in the penitentiary for two to ten years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 15<sup>th</sup> day of September, 2021.



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TRAVIS J. ILES  
Securities Commissioner